

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**AFFIDAVIT OF SERVICE**

I, Sonia Akter, depose and say that I am employed by Kroll Restructuring Administration LLC (“**Kroll**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On April 29, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

- Order (I) Approving the Form, Content, and Manner of Notice of the Disclosure Statement Supplement, (II) Approving Certain Deadlines and Procedures in Connection with Confirmation, and (III) Granting Related Relief [Docket No. 1322]

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

On April 29, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the Ordinary Course Professionals Notice Parties Service List attached hereto as **Exhibit B**:

- Notice of Filing of the Ordinary Course Professional Declaration of Carle, Mackie, Power & Ross LLP [Docket No. 1327]

On April 29, 2025, at my direction and under my supervision, employees of Kroll caused the following documents to be served via Email on Office of the United States Trustee for the District of Delaware, Attn: Timothy J. Fox, Esq, timothy.fox@usdoj.gov:

- Notice of Amendment to Schedule G for Certain of the Debtors (Betancourt Sports Nutrition, LLC (Case No. 24-12507)) [Docket No. 1328]
- Notice of Amendment to Schedule G for Certain of the Debtors (Buddy's Franchising and Licensing LLC (24-12512)) [Docket No. 1329]
- Notice of Amendment to Schedule G for Certain of the Debtors (Vitamin Shoppe Florida, LLC (24-12510)) [Docket No. 1330]
- Notice of Amendment to Schedule G for Certain of the Debtors (Vitamin Shoppe Global, LLC (24-12517)) [Docket No. 1331]
- Notice of Amendment to Schedule G for Certain of the Debtors (Vitamin Shoppe Industries LLC (24-12521)) [Docket No. 1332]
- Notice of Amendment to Schedule G for Certain of the Debtors (Vitamin Shoppe Mariner, LLC (24-12523)) [Docket No. 1333]
- Notice of Amendment to Schedule G for Certain of the Debtors (Vitamin Shoppe Procurement Services, LLC (24-12532)) [Docket No. 1334]

Dated: May 23, 2025

/s/ Sonia Akter  
Sonia Akter

State of New York  
County of New York

Subscribed and sworn (or affirmed) to me on May 23, 2025, by Sonia Akter, proved to me on the basis of satisfactory evidence to be the person who executed this affidavit.

/s/ OLEG BITMAN  
Notary Public, State of New York  
No. 01BI6339574  
Qualified in New York County  
Commission Expires April 4, 2028

**Exhibit A**

Exhibit A  
Core/2002 Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Attn: Marty L. Brimmage, Jr. 2300 N. Field Street Suite 1800 Dallas TX 75201	mbrimmage@akingump.com	Email
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Attn: Michael S. Stamer, Brad M. Kahn, Avi E. Luf One Bryant Park New York NY 10036	mstamer@akingump.com bkahn@akingump.com aluft@akingump.com	Email
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Ashby & Geddes, P.A.	Attn: Michael D. DeBaecke 500 Delaware Avenue, 8th Floor Wilmington DE 19801	mdebaecke@ashbygeddes.com	Email
Counsel for Dell Financial Services, L.L.C.	Austria Legal, LLC	Attn: Matthew P. Austria 1007 N. Orange Street, 4th Floor Wilmington DE 19801	maustria@austrialc.com	Email
Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper 919 North Market Street 11th Floor Wilmington DE 19801	heilman@ballardspahr.com rogleni@ballardspahr.com vesperm@ballardspahr.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202	knewman@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Niclas A. Ferland 545 Long Wharf Drive Ninth Floor New Haven CT 06511	nferland@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Scott L. Fleischer 1270 Avenue of the Americas Suite 501 New York NY 10020	sfleischer@barclaydamon.com	Email
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Counsel to Elanco US Inc.	Barnes & Thornburg LLP	Attn: Mark R. Owens, Amy E. Tryon 222 Delaware Avenue, Suite 1200 Wilmington DE 19801	mark.owens@btlaw.com amy.tryon@btlaw.com	Email
Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC	Bayard, P.A.	Attn: Ericka F. Johnson 600 N. Market Street, Suite 400 Wilmington DE 19801	ejohnson@bayardlaw.com	Email
Counsel to The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Elliot M. Smith 127 Public Square, Suite 4900 Cleveland OH 44114	esmith@beneschlaw.com	Email
Counsel to Babson Macedonia Partners, LLC, TM2, LLC, The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Kevin M. Capuzzi, Juan E. Martinez, Jennifer R. Hoover 1313 North Market Street, Suite 1201 Wilmington DE 19801-6101	kcapuzzi@beneschlaw.com jmartinez@beneschlaw.com jhoover@beneschlaw.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass and Former Stockholders	Bernstein Litowitz Berger & Grossmann LLP	Attn: Benjamin Potts, Mae Oberste 500 Delaware Avenue Suite 901 Wilmington DE 19801	benjamin.potts@blbglaw.com mae.oberste@blbglaw.com	Email
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Counsel for Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Blank Rome LLP	Attn: Michael B. Schaedle, Stanley B. Tarr, Jordan L. Williams 1201 N. Market Street, Suite 800 Wilmington DE 19801	mike.schaedle@blankrome.com stanley.tarr@blankrome.com jordan.williams@blankrome.com	Email
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Counsel to Nancy C. Millan, Hillsborough County Tax Collector	Brian T. FitzGerald	Post Office Box 1110 Tampa FL 33601-1110	fitzgeraldb@hcfl.gov stroupj@hcfl.gov connorsa@hcfl.gov	Email
Counsel to Brookfield Properties Retail Inc	Brookfield Properties Retail Inc	Attn: Kristen N. Pate 350 N. Orleans Street Suite 300 Chicago IL 60654-1607	bk@bpetail.com	Email
Counsel to Oracle America, Inc	Buchalter, A Professional Corporation	Attn: Shawn M. Christianson 425 Market Street, Suite 2900 San Francisco CA 94105-3493	schristianson@buchalter.com	Email

Exhibit A  
Core/2002 Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Comenity Capital Bank, CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: J. Cory Falgowski 222 Delaware Avenue, Suite 1030 Wilmington DE 19801	jfalgowski@burr.com	Email
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Counsel to Comenity Capital Bank	Burr & Forman LLP	Attn: James H. Halthcock, III 420 N. 20th Street, Suite 3400 Birmingham AL 35203	jhalthcock@burr.com	Email
Counsel to 3644 Long Beach Road LLC	Certilman Balin Adler & Hyman, LLP	Attn: Richard J. McCord 90 Merrick Avenue 9th Floor East Meadow NY 11554	rmccord@certilmanbalin.com	Email
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Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, VS Tempe, LLC, Vestar-CPT Tempe Marketplace, LLC	Clark Hill PLC	Attn: Audrey L. Hornisher 901 Main Street, Suite 6000 Dallas TX 75202	ahornisher@clarkhill.com	Email
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Counsel to Missouri Boulevard Investment Company	Cook, Vetter, Doerhoff & Landwehr, P.C.	Attn: John D. Landwehr 231 Madison Street Jefferson City MO 65101	jlandwehr@cvtl.net	Email
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Counsel to the Prophecy Settlement-related Liquidating Trust 2022-23	Cozen O'Connor	Attn: Brian L. Shaw 123 North Wacker Drive Suite 1800 Chicago IL 60606	bshaw@cozen.com	Email
Counsel to the Prophecy Settlement-related Liquidating Trust 2022-23	Cozen O'Connor	Attn: Marla S. Benedek, Kaan Ekiner 1201 N. Market Street Suite 1001 Wilmington DE 19801	mbenedek@cozen.com kekiner@cozen.com	Email
Counsel to Woodbolt Distribution, LLC, Glanbia Performance Nutrition, Inc., Sunwarrior Ventures LLC d/b/a Sunwarrior LLC and Sun Brothers, LLC	Cross & Simon, LLC	Attn: Christopher P. Simon 1105 North Market Street, Suite 901 Wilmington DE 19801	csimon@crosslaw.com	Email
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Counsel to Ahuja Development LLC	Duane Morris LLP	Attn: Christopher M. Winter, James C. Carignan 1201 N. Market Street, Suite 501 Wilmington DE 19801	cmwinter@duanemorris.com jccarignan@duanemorris.com	Email
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Exhibit A  
Core/2002 Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for WPG Legacy, LLC	Frost Brown Todd LLP	Attn: Erin P. Severini, Joy D. Kleisinger 3300 Great American Tower 301 East Fourth Street Cincinnati OH 45202	eseverini@fbtlaw.com jkleisinger@fbtlaw.com	Email
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Counsel to Harris County, Harris County Flood Control District, Harris County Port of Houston Authority, Harris County Hospital District, and Harris County Department of Education (hereinafter "Harris County")	Harris County Attorney's Office	Susan Fuertes Attn: Property Tax Division P.O. Box 2848 Houston TX 77252	taxbankruptcy.cao@harriscountytexas.gov	Email
Counsel to Alter Domus (US) LLC	Holland & Knight LLP	Attn: Phillip W. Nelson 150 N. Riverside Plaza, Suite 2700 Chicago IL 60606	phillip.nelson@hklaw.com	Email
Counsel to County to Imperial Treasurer-Tax Collector	Imperial Treasurer-Tax Collector	Attn: Flora Oropeza 940 West Main Street, Suite 106 El Centro CA 92243		First Class Mail
IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346		First Class Mail
Counsel to 100 Brentwood Associates, L.P.	Kaplin Stewart Meloff Reiter & Stein, P.C.	Attn: William J. Levant 910 Harvest Drive Post Office Box 3037 Blue Bell PA 19422	wlevant@kaplaw.com	Email
Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curblin Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Kelley Drye & Warren LLP	Attn: Robert L. LeHane, Jennifer D. Raviele, Allison Selick 3 World Trade Center 175 Greenwich Street New York NY 10007	KDWBankruptcyDepartment@kelleydrye.com rlehane@kelleydrye.com jraviele@kelleydrye.com aselick@kelleydrye.com	Email
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Counsel to Frontier Bel Air LLC, Frontier Dania LLC, Frontier Osceola LLC, Frontier Dover LLC, Frontier Kissimmee LLC	Kerrick Bachert PSC	Attn: Scott A. Bachert 1411 Scottsville Road P.O. Box 9547 Bowling Green KY 42102-9547		First Class Mail
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Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Klehr Harrison Harvey Branzburg LLP	Attn: Morton R. Branzburg 1835 Market Street, Suite 1400 Philadelphia PA 19103	mbranzburg@klehr.com	Email
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Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Landis Rath & Cobb LLP	Attn: Adam G. Landis, Matt McGuire, Elizabeth Rogers 919 Market Street Suite 1800 P.O. Box 2087 Wilmington DE 19801	landis@lrclaw.com mcguire@lrclaw.com erogers@lrclaw.com	First Class Mail and Email
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Exhibit A  
Core/2002 Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curblin Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp., MIK Real Estate Holding Company, LLC	Law Office of Susan E. Kaufman	Attn: Susan E. Kaufman 919 N. Market Street, Suite 460 Wilmington DE 19801	skaufman@skaufmanlaw.com	Email
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Counsel to Nueces County, McLennan County, Kerr County, Hidalgo County, City of McAllen	Linebarger Goggan Blair & Sampson, LLP	Attn: Diane W. Sanders PO Box 17428 Austin TX 78760-7428	austin.bankruptcy@lgbs.com	Email
Counsel to Bexar County, City of El Paso	Linebarger Goggan Blair & Sampson, LLP	Attn: Don Stecker 112 E. Pecan Street, Suite 2200 San Antonio TX 78205	sanantonio.bankruptcy@lgbs.com	Email
Counsel to Dallas County	Linebarger Goggan Blair & Sampson, LLP	Attn: John K. Turner 2777 N. Stemmons Freeway Suite 1000 Dallas TX 75207	dallas.bankruptcy@lgbs.com	Email
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Counsel to Woodbolt Distribution, LLC, Gianbia Performance Nutrition, Inc., Sunwarrior Ventures LLC d/b/a Sunwarrior LLC and Sun Brothers, LLC	Lowenstein Sandler LLP	Attn: Michael S. Etkin, Michael Papandrea, Andrew Behlmann One Lowenstein Drive Roseland NJ 07068	metkin@lowenstein.com mpapandrea@lowenstein.com abehlmann@lowenstein.com	Email
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Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons 700 Jeffrey Way, Suite 100 Round Rock TX 78665	jparsons@mvbalaw.com	Email
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons P.O. Box 1269 Round Rock TX 78680-1269	jparsons@mvbalaw.com	Email
Counsel to Parm Golf Center LLC	McKenna Storer	Attn: David A. Shapiro 33 N. LaSalle Street Suite 1400 Chicago IL 60602	dshapiro@mckenna-law.com service@mckenna-law.com	Email
Counsel to Prince George's County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	Attn: Nicole C. Kenworthy 6801 Kenilworth Avenue, Suite 400 Riverdale MD 20737-1385	bdept@mrriaw.net	Email
State of Michigan, Department of Treasury	Michigan Assistant Attorney General	Attn: Heather L. Donald Cadillac Place Building 3030 W. Grand Blvd. Ste. 10-200 Detroit MI 48202	donaldh@michigan.gov	Email
Counsel to New Westgate Mall LLC	Mirick, O'Connell, DeMallie & Lougee, LLP	Attn: Joseph H. Baldiga, Shannah L. Colbert 1800 West Park Dr., Suite 400 Westborough MA 01581	jbaldiga@mirickoconnell.com scolbert@mirickoconnell.com	Email
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**Exhibit B**

Exhibit B  
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